

# Consolidation

## CONDUCT OF BOARD MEETINGS BYLAW

Originally passed February 28, 2019 (Board Resolution 9094/19)

Including amendments:

- Bylaw 2020-1, December 11, 2020 (Board Item 9978/20)

**NOTE: This consolidation is not official. Amendments have been incorporated for convenience of reference and the bylaws should be consulted for all purposes of interpretation and application of the law. In order to preserve the integrity of the original bylaws, errors that may have appeared are reproduced in this consolidation.**

## Conduct of Board Meetings Bylaw

### Definitions

1 In this Bylaw:

- (a) “**Act**” means *The Assessment Management Agency Act*.
- (b) “**Board**” means the board of directors of SAMA appointed pursuant to the Act.
- (c) “**Board Member**” means a person appointed as a director of the Board pursuant to the Act.
- (d) “**Chair**” means the Chairperson of the Board, who is appointed pursuant to the Act.
- (e) “**Secretary**” means the person appointed as secretary to the Board.

### Vice Chair and Secretary

- 2(1) The officers of the Board are the Chair and the Vice Chair.
- (2) The Vice-Chair of the Board shall be elected at the Board's first regular meeting and may be re-elected from time to time as the Board determines.
- (3) The Board appoints the CEO to be the Secretary, who shall attend all Board meetings.
- (4) The Secretary may act as recording secretary.

### Duties of Chair

- 3(1) The Chair shall preside at all meetings of the Board and shall be an ex-officio member of all committees of the Board.
- (2) If the Chair is absent or unable to act, or if the office of the Chair is vacant, the Vice Chair may exercise all the powers and shall perform all the duties of the Chair.
- (3) The Chair shall arrange for the meeting of any delegations before the Board, and shall meet with delegations and other parties on behalf of the Board.
- (4) Only the Chair, or a Board Member designated by the Chair, shall have the authority to prepare and distribute news releases to the media on behalf of the Board.
- (5) The Chair and/or Vice-Chair shall perform such other duties as may from time to time be determined by the Board.

### **Duties of Secretary**

- 4 The Secretary shall:
- (a) attend all Board meetings;
  - (b) cause minutes of all Board meetings and committee meetings to be kept;
  - (c) give all notices to the directors and committee members;
  - (d) be the custodian of the corporate seal and all original minutes of all meetings of the Board and all meetings of the committees of the Board; and
  - (e) have any other powers the Board may specify.

### **Confidential Information:**

- 5(1) Board Members are bound by their fiduciary duty to SAMA to maintain the confidentiality of information received by them in their capacity as directors of SAMA.
- (2) Board Members shall not disclose to any person not authorized to receive it, information that is confidential or proprietary to SAMA, the nature and content of board meeting deliberations and discussions, or information that is not approved for disclosure in accordance with the *Access to Information Bylaw*, nor shall a Board member use such information for personal benefit.
- (3) Unless the member is reappointed to another term, upon the termination of their appointment, Board Members shall destroy all Board agendas, materials and minutes, and return to the Secretary all other confidential information in their possession.

### **Conflict of Interest**

- 6(1) Board Members are bound by their fiduciary duty to SAMA to avoid actual, potential and perceived conflicts of interest, by placing the interests of SAMA ahead of their own personal interests, or the interests of any person or group associated with the member.
- (2) Nothing herein is intended to prevent a Board Member from discussing or voting on any matter or decision which affects:
- (a) the constituency from which the member has been appointed or elected; or
  - (b) any land owned by the member;
- so long as the member's fiduciary duties to SAMA can be fulfilled.
- (3) A conflict of interest exists for a Board Member when any matter that comes before the Board is such that the member could not reasonably be expected to exercise independent judgement because:

- (a) the member or the member's agent, partner, spouse, parent or child beneficially owns, directly or indirectly, or exercises control or direction over shares carrying more than 25% of the voting rights attached to all shares of a corporation, or is a senior officer of a corporation, that could make a financial profit from or be adversely affected by a decision of the Board; or
  - (b) the member or the member's spouse, parent or child could make a financial profit from or be adversely affected by a decision of the Board.
- (4) A conflict of interest exists for a Board Member when any matter or decision that comes before the Board is such that as a result of occupying a position or holding an office in an organization, the member is legally obliged to subordinate the interests of SAMA to the interests of the organization when dealing with the matter or decision.
- (5) Where a conflict of interest does arise for a Board Member, the member shall:
  - (a) disclose that a conflict of interest exists to the Board at the meeting at which the matter is first discussed or considered;
  - (b) withdraw from the meeting while the matter is under discussion or is being voted upon;
  - (c) avoid discussing the matter or attempting to influence the decision made by any other member on the matter before, during or after the meeting; and
  - (d) abstain from voting on any resolution regarding the matter.
- (6) Where a conflict of interest is disclosed by a Board Member, the Secretary shall cause to be entered into the minutes the member's statement that a conflict of interest exists, and the member's withdrawal from the meeting.
- (7) Where a Board Member:
  - (a) owns land in accordance with section 9 of the Act; or
  - (b) has an interest in a material contract or proposed material contract with SAMA in accordance with section 2-41 of *The Legislation Act*,  
[Bylaw 2020-1, December 11, 2020]the member shall abide by the provisions of the respective Act.
- (8) Where a Board Member discovers that another member may have a conflict of interest in a matter or decision before the Board, the member having such knowledge should, at the very least, request the member that may have a conflict of interest to abide by the provisions of subsection (5).

- (9) Where a Board Member is requested by another member in accordance with subsection (8) to disclose a conflict of interest and abide by the provisions of subsection (5), and the member denies or refuses, then the Secretary shall cause to be entered into the minutes the fact that a request was made, the name of the member that made the request, and that the request was denied or refused.

### **Meetings of the Board**

- 7(1) Regular meetings of the Board shall be held in the Province of Saskatchewan and shall not be less frequent than one meeting every two months.
- (2) Legally binding meetings of the Board shall require a quorum to be present.
- (3) A quorum of the Board consists of a majority of the Board Members, and no business shall be transacted at a meeting unless a quorum is present.
- (4) If a quorum is not present, the record shall state which members were present and the meeting shall be adjourned.
- 8(1) The Board Members shall meet at any time that the majority of the Board may consider necessary or at the call of the Chair on reasonable written notice.
- (2) The Secretary shall notify in writing all Board Members at least five days prior to the meeting called under subsection (1).
- (3) The order of business of all regular Board meetings shall be determined from time to time, by Resolution by the Board.
- (4) Minutes shall be kept of all meetings of the Board, which minutes shall be circulated among all Board Members following such meetings.
- 9 The Board may determine the remuneration and reimbursement for reasonable travel and incidental expenses by Board Members in the discharge of their duties.
- 10 If consented to by Resolution of the Board, a Board Member may participate in a Board or committee meeting by telephone or other communication device that allows all participants to hear the business of the meeting.

### **Rules of Order at Meetings**

- 11(1) Every Board Member present at any meeting, including the Chair, shall vote upon any question directed by the Chair.
- (2) A question shall be considered when a motion is made by a member.

- (3) Notwithstanding the rules of parliamentary procedure adopted by the Board, a seconder to the question is not required before a vote on the question is directed by the Chair.
- (4) The Rules, Orders, Bylaws and Resolutions of the Board shall be passed by a majority of vote of members present with all members present being required to vote, and, where there is a tie, the motion is deemed to be lost.
- (5) Any member may, after a vote has been taken, call for a recorded vote, whereupon the Secretary, upon the direction of the Chair, shall poll the members and record the names of those voting for and those voting against the motion.
- (6) Any member may request a counted vote, whereupon the Secretary, upon direction of the Chair, shall poll the members for and those voting against the motion.
- (7) The accepted rules of parliamentary procedure, except where specifically altered by the Board, shall be *Robert's Rules of Order*, and these shall govern the proceedings at all meetings of the Board.

### **Bylaws**

12(1) Bylaws may be passed at any regular meeting of the Board.

- (2) Notwithstanding subsection (1), a Bylaw will not be passed at the first meeting it is presented to the Board unless the Bylaw receives unanimous consent of the Board Members present.
- (3) Once the Board has passed a Bylaw, it shall be signed by:
  - (a) the Chair or Vice Chair; and
  - (b) the Secretary.
- (4) The authorized signatures to a Bylaw shall be original and not made electronically or by stamp.
- (5) The Secretary will be the custodian of the Bylaws.

### **Rules and Orders**

- 13(1) The Board by Resolution shall adopt Rules and Orders related to property valuation and assessment policies and procedures.
- (2) Once the Board has passed a Rule, Order or Resolution authorizing an instrument to be sealed, the Rule, Order or instrument shall be signed by:
  - (a) the Chair or Vice Chair; and
  - (b) the Secretary or the Managing Director of Administration.
- (3) The authorized signatures to a Rule, Order or instrument authorized by Resolution of the Board to be sealed, shall be original and not made electronically or by stamp.
- (4) Notwithstanding subsection (3), the authorized signatures on certificates of confirmation approved by an Order of the Board may be made electronically.
- (5) The original Rule or Order shall be kept in the custody of the Secretary.
- (6) Upon the direction of the Chair, the Secretary shall have the Rules and Orders of the Board printed in the Gazette.

### **Meeting Agendas**

- 14(1) In consultation with the Chair, the Secretary shall prepare a draft agenda for each regular Board meeting showing the business to be conducted at the meeting, which agenda will accompany the written notice of the meeting to members.
- (2) To place an item of business on an agenda, a member will make a written motion at a Board meeting to have the item included on the agenda at a future meeting, which written motion will be in a form determined by Order of the Board.
- (3) If, in the opinion of the Board, the item of business to be placed on an agenda under subsection (2) is emergent, then the item may be added to the agenda of the same meeting at which the motion is brought.
- (4) Additions or deletions may be made to an agenda or the order of business may be changed at a Board meeting through a vote on such motion.

### **Acquisition of Information**

- 15(1) A Board Member is entitled to receive the same information as provided to any other past or present member regardless of the timing or duration of their respective appointments.
- (2) Board Members shall direct requests for information to the Secretary.

- (3) Where a member is entitled to receive the information requested, the Secretary shall provide the information to the member.
- (4) Where the Board Member is not entitled to the information requested, the member may make an application to SAMA in accordance with the *Access to Information Bylaw*.
- (5) Notwithstanding the *Access to Information Bylaw*, where the requested information is to be provided to a Board Member:
  - (a) the member shall be provided with a copy of the information; and
  - (b) the Chief Executive Officer shall waive any fees for the information.

### **Committees of the Board**

- 16 The Board may establish any committees that it considers appropriate to assist it in carrying out duties.

### **Advisory Committees**

- 17(1) The Board may establish any advisory committees subject to any terms and conditions that it considers appropriate to assist it in carrying out its duties, and may appoint any persons to be members of such committees.
- (2) The members of these committees shall be appointed by Resolution of the Board.
  - (3) The Board shall determine the terms and the remuneration for the persons appointed to the committees.
  - (4) The Board shall appoint the chair of each committee and the chair shall preside over the committee and shall report to the Board following each meeting of the committee.
  - (5) In the absence of the chair at a committee meeting, the other committee members shall select another member as acting chair.
  - (6) Minutes shall be kept of all meetings of the committees, which minutes shall be circulated among the members of the committees and among all Board Members.
  - (7) Meetings of the committees shall be called by the chair or whenever a majority of the committee so requests.
  - (8) Unless specified otherwise in the terms of reference for the committee, a majority of the members of each committee shall represent a quorum for the transaction of business and no business shall be transacted unless a quorum be present.



### **Seal of the Board**

- 18(1) Until changed by the Board, the Seal of SAMA shall be in the form impressed on this Bylaw.
- (2) The Seal of SAMA shall be affixed to each:
- (a) Rule, Order or Bylaw once it has been passed by the Board;
  - (b) instrument authorized by Resolution of the Board to be sealed; and
  - (c) certificate of confirmation approved by an Order passed by the Board.
- (3) The Secretary or a person so designated by the Secretary, shall affix the Seal of SAMA to each document in subsection (2).
- (4) Notwithstanding subsection (3), the Managing Director of Quality Assurance or the person so designated by the Managing Director of Quality Assurance shall affix the Seal of SAMA to the certificates of confirmation approved by an Order passed by the Board.

### **Finance**

- 19(1) The Board shall appoint an auditor as required by the Act.
- (2) The fiscal year of SAMA shall end on December 31st of each year.
- (3) All monies received by or on behalf of SAMA shall be deposited in a chartered bank of Canada or credit union with chequing facility designed by the Board.

### **Repeal and Coming Into Force**

- 20(1) The *Bylaw Regarding the Conduct of Board Meetings* and the amendments thereto, are repealed.
- (2) This Bylaw comes into force on the day of passage.

Passed on February 28, 2019.

[Myron Knafelc]  
Chair

[Irwin Blank]  
Secretary to the Board